

MODINE MANUFACTURING CO  
Form DEFA14A  
February 09, 2005

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant /ü /

Filed by a Party Other than the Registrant //

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to Section 240.14a-12.

Modine Manufacturing Company

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as proved by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

February 9, 2005

Filed by Modine  
Manufacturing  
Company  
Pursuant to Rule  
14a-12 Under the  
Securities Exchange  
Act of 1934  
Subject Company:  
Modine  
Manufacturing  
Company  
Commission File  
No. 1-1373

On February 9, 2005 Modine Manufacturing Company ("Modine") issued a News Release as set forth below.

NEWS RELEASE

For Immediate Release

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U.S. Department of Justice Grants Early Termination of the Waiting Period under Hart-Scott-Rodino Act for Previously Announced Spin Off and Merger of Modine's Aftermarket Business with Transpro

Racine, WI, February 9, 2005, Modine Manufacturing Company (NYSE: MOD) announced today that the U.S. Department of Justice has granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act for the previously announced merger of Modine's Aftermarket business into Transpro, Inc. (AMEX: TPR). A definitive agreement for the proposed transaction was announced on February 1. The merger is the final step in a process that starts with Modine's spin off of its Aftermarket business on a debt-free and tax-free basis to Modine shareholders.

The merger, which is not subject to Modine shareholder approval, is subject to effectiveness of the Transpro registration statement to be filed with the U.S. Securities and Exchange Commission, Transpro stockholder approval and satisfaction of other customary closing conditions. Closing on the Aftermarket spin off and merger is anticipated during the second calendar quarter of 2005.

In addition, Modine will acquire Transpro's heavy-duty original equipment business, a transaction that is expected to close earlier than the Aftermarket spin off and merger.

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About Modine Manufacturing Company

Founded in 1916 and with fiscal 2004 revenues of \$1.2 billion, Modine Manufacturing Company specializes in thermal management systems and components, bringing heating and cooling technology and solutions to diversified global markets. Modine's products are used in light, medium, and heavy-duty vehicles, HVAC (heating, ventilation, air conditioning) equipment, industrial equipment, refrigeration systems, fuel cells and electronics. The Company employs more than 8,500 people at 35 facilities worldwide. More information about Modine can be found at [www.modine.com](http://www.modine.com).

About Transpro

Transpro, Inc. is a manufacturer and distributor of Aftermarket and OEM heat transfer and temperature control products for automotive, truck and industrial applications.

Cautionary Information Regarding Forward-Looking Statements

This communication contains statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about the benefits of the merger and OE transactions, including future financial and operating results, plans, objectives, expectations and intentions and other statements that are not historical facts. These statements are based on Modine's current expectations and beliefs and are subject to a number of risks, uncertainties and assumptions that could cause actual results to differ materially from those described in the forward-looking statements. Risks, uncertainties and assumptions include (1) the possibility that Modine and Transpro may be unable to obtain required corporate and regulatory approvals or to satisfy other conditions for the proposed transaction; (2) problems that may arise in integrating the businesses of the two companies and that the integration may not be successful; (3) the proposed transaction may involve unexpected costs; (4) the combined company may be unable to achieve the anticipated cost-cutting synergies or those benefits may take longer to realize than expected; (5) the businesses of one or both companies may suffer as a result of uncertainties surrounding the proposed transaction including disruption of relationships with customers, employees or suppliers; (6) increased competition and its effect on pricing; and (7) other

risks beyond the control of either party. Additional factors that could cause Modine's results to differ materially from those described in the forward looking statements can be found in the Annual Report on Form 10-K of Modine, and in the Quarterly Reports on Form 10-Q of Modine and Modine's other filings with the SEC. Modine assumes no obligation and expressly disclaims any duty to update the information contained herein except as required by law.

#### Additional Information About the Proposed Transaction and Where to Find It

In connection with the proposed transaction, Modine and Transpro will file relevant materials with the SEC, including one or more registration statement(s) that contain required disclosure documents. Investors and security holders are urged to read these documents (if and when they become available) and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information about Modine, Transpro and the proposed transaction. Investors and security holders may obtain these documents (and any other documents filed by Modine and/or Transpro with the SEC) free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). In addition, the documents filed with the SEC by Transpro may be obtained free of charge from Transpro's web site at [www.transpro.com](http://www.transpro.com) and the documents filed with the SEC by Modine may be obtained free of charge from Modine at [www.modine.com](http://www.modine.com). Such documents regarding the proposed transaction are not currently available. Investors and security holders are urged to read the required disclosure documents and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed transaction.

Modine, Transpro and their respective executive officers and directors may be deemed to be participants in the solicitation of proxies from security holders in favor of the proposed transaction. Information about the executive officers and directors of Modine and their ownership of Modine common stock is set forth in the proxy statement for Modine's 2004 Annual Meeting of Shareholders, which was filed with the SEC on June 14, 2004. Information about the executive officers and directors of Transpro and their ownership of Transpro common stock is set forth in the proxy statement for Transpro's 2004 Annual Meeting of Shareholders, which was filed with the SEC on March 29, 2004. Investors and security holders may obtain more detailed information regarding the direct and indirect interests of Modine, Transpro and their respective executive officers and directors in the proposed transaction by reading the required disclosure documents regarding the proposed transaction when they become available.